

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司) (the “**Bank**”), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3988 and 4619 (Preference Shares))**

## 2022 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the 2022 First Extraordinary General Meeting (“**EGM**”) to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Thursday, 17 February 2022 (registration will begin at 8:30 a.m.) is set out in pages 4 to 5 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon at your earliest convenience. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Friday, 28 January 2022.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). You may access the aforesaid documents by clicking “Investor Relations” on the homepage of the Bank's website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

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## DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic Share(s) with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)
“A-Share Holder(s)”	holder(s) of A Shares
“Articles of Association”	Articles of Association of Bank of China Limited (as amended from time to time)
“Bank of China” or “Bank”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“Executive Director(s)”	the executive Director(s) of the Bank
“EGM”	the 2022 First Extraordinary General Meeting of the Bank to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Thursday, 17 February 2022 (registration will begin at 8:30 a.m.)
“H Share(s)”	overseas listed foreign investment Share(s) with a nominal value of RMB1.00 each in the Ordinary Share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars (stock code: 3988)
“H-Share Holder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar”	the lawful currency of Hong Kong
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Bank
“Non-executive Director(s)”	the non-executive Director(s) of the Bank
“Ordinary Share(s)”	A Share(s) and/or H Share(s)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	A-Share Holders, H-Share Holders and/or preference share holders
“Shares”	Ordinary Shares and/or preference shares
“Supervisor(s)”	the supervisor(s) of the Bank

## LETTER FROM THE BOARD



(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3988 and 4619 (Preference Shares))

*Board of Directors:*

Mr. Liu Liange (*Chairman*)  
Mr. Liu Jin  
Mr. Wang Wei  
Mr. Lin Jingzhen  
\* Mr. Zhao Jie  
\* Ms. Xiao Lihong  
\* Ms. Wang Xiaoya  
\* Mr. Zhang Jiangang  
\* Mr. Chen Jianbo  
\*\* Mr. Wang Changyun  
\*\* Ms. Angela Chao  
\*\* Mr. Jiang Guohua  
\*\* Mr. Martin Cheung Kong Liao  
\*\* Ms. Chen Chunhua  
\*\* Mr. Chui Sai Peng Jose

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*

*Registered Office:*

No. 1 Fuxingmen Nei Dajie  
Xicheng District  
Beijing 100818  
PRC

*Place of Business in Hong Kong:*

8th Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

30 December 2021

Dear H-Share Holders,

### 1. INTRODUCTION

The Board of Directors hereby invites you to attend the EGM to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Thursday, 17 February 2022 (registration will begin at 8:30 a.m.).

The purpose of this circular is to provide you with notice of the EGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

### 2. BUSINESS TO BE CONSIDERED AT THE EGM

The items of business to be considered at the EGM are described in detail in the notice of the EGM set out in pages 4 to 5 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) Election of Mr. Huang Binghua as Non-executive Director of the Bank; (ii) Election of Mr. E Weinan as Independent Non-executive Director of the Bank; (iii) Election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank; (iv) Election of Mr. Giovanni Tria as Independent Non-executive Director of the Bank; (v) Election of Mr. Hui Ping as External Supervisor of the Bank; (vi) Application for Special External Donation Limit for Targeted Support; (vii) 2020 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors; (viii) 2020 Remuneration Distribution Plan for Chairman of the Board of Supervisors; (ix) Capital Management Plan of Bank of China for the 14th Five-year Plan Period; (x) Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited*.

## LETTER FROM THE BOARD

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision thereof, we have provided in this circular detailed background information, including the relevant information and explanation, to the resolutions to be proposed at the EGM (see Appendix).

### 3. THE EGM

The proxy form and the reply slip of the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Friday, 28 January 2022.

The Bank's Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the PRC (Telephone: (8610) 6659 6326, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).

### 4. VOTING BY POLL

Pursuant to the *Hong Kong Listing Rules*, each of the resolutions set out in the Notice of EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

### 5. RECOMMENDATION

The Board considers that the proposed resolutions set out in the Notice of EGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favour of the proposed resolutions.

**The Board of Directors of Bank of China Limited**

## NOTICE OF THE EGM



(a joint stock company incorporated in the People's Republic of China with limited liability)

(the "Bank" or "Bank of China")

(Stock Code: 3988 and 4619 (Preference Shares))

### NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 First Extraordinary General Meeting ("EGM") of Bank of China Limited will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Thursday, 17 February 2022 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the Election of Mr. Huang Binghua as Non-executive Director of the Bank
2. To consider and approve the Election of Mr. E Weinan as Independent Non-executive Director of the Bank
3. To consider and approve the Election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank
4. To consider and approve the Election of Mr. Giovanni Tria as Independent Non-executive Director of the Bank
5. To consider and approve the Election of Mr. Hui Ping as External Supervisor of the Bank
6. To consider and approve the Application for Special External Donation Limit for Targeted Support
7. To consider and approve the 2020 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors
8. To consider and approve the 2020 Remuneration Distribution Plan for Chairman of the Board of Supervisors
9. To consider and approve the Capital Management Plan of Bank of China for the 14th Five-year Plan Period
10. To consider and approve the Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited*

**The Board of Directors of Bank of China Limited**

Beijing, China  
30 December 2021

*As at the date of this notice, the Directors of the Bank are: Liu Liange, Liu Jin, Wang Wei, Lin Jingzhen, Zhao Jie\*, Xiao Lihong\*, Wang Xiaoya\*, Zhang Jiangang\*, Chen Jianbo\*, Wang Changyun#, Angela Chao#, Jiang Guohua#, Martin Cheung Kong Liao#, Chen Chunhua# and Chui Sai Peng Jose#.*

\* Non-executive Directors

# Independent Non-executive Directors

## NOTICE OF THE EGM

Notes:

1. Details of the above resolutions are set out in Appendix to this circular. Additional information of *Election of Mr. Huang Binghua as Non-executive Director of the Bank, Election of Mr. E Weinan as Independent Non-Executive Director of the Bank, Election of Mr. Jean-Louis Ekra as Independent Non-Executive Director of the Bank, Election of Mr. Giovanni Tria as Independent Non-Executive Director of the Bank, Election of Mr. Hui Ping as External Supervisor of the Bank, Capital Management Plan of Bank of China for the 14th Five-Year Plan Period and Comparison Table of the Amendments to the Procedural Rules for Board of Supervisors of Bank of China Limited* are set out in Attachment A, Attachment B, Attachment C, Attachment D, Attachment E, Attachment F and Attachment G to this circular, respectively.
2. Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Bank.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.
5. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Tuesday, 18 January 2022 to Thursday, 17 February 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 17 January 2022. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.**
6. In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of Shareholders of the Bank in respect of the joint shareholding.
7. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Friday, 28 January 2022. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 6326, Fax: (8610) 6659 4579, E-mail: [ir@bankofchina.com](mailto:ir@bankofchina.com)). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
8. According to the Articles of Association of the Bank and the circumstances of the EGM, resolutions proposed at the EGM are not required to be considered and approved by the Preference Shareholders. Therefore, the Preference Shareholders will not attend the EGM.
9. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.
10. According to the Articles of Association of the Bank, if the number of shares of the Bank pledged by the Shareholder is equal to or greater than 50% of the shares held by such Shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the Shareholders' meeting. Upon completion of the share pledge registration, the Shareholder shall timely provide the Bank with information relating to the share pledge.

**1. THE ELECTION OF MR. HUANG BINGHUA AS NON-EXECUTIVE DIRECTOR OF THE BANK**

At the 2021 tenth meeting of the Board of Directors held on 27 December 2021, the Board has reviewed and approved the proposal on the nomination of Mr. Huang Binghua as Non-executive Director of the Bank. Details of the proposal are set out in **Attachment A** to this circular.

**2. THE ELECTION OF MR. E WEINAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

At the 2021 fifth meeting of the Board of Directors held on 2 July 2021, the Board has reviewed and approved the proposal on the nomination of Mr. E Weinan as Independent Non-executive Director of the Bank. Details of the proposal are set out in **Attachment B** to this circular.

**3. THE ELECTION OF MR. JEAN-LOUIS EKRA AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

At the 2021 eighth meeting of the Board of Directors held on 29 October 2021, the Board has reviewed and approved the proposal on the nomination of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank. Details of the proposal are set out in **Attachment C** to this circular.

**4. THE ELECTION OF MR. GIOVANNI TRIA AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

At the 2021 eighth meeting of the Board of Directors held on 29 October 2021, the Board has reviewed and approved the proposal on the nomination of Mr. Giovanni Tria as Independent Non-executive Director of the Bank. Details of the proposal are set out in **Attachment D** to this circular.

**5. THE ELECTION OF MR. HUI PING AS EXTERNAL SUPERVISOR OF THE BANK**

At the 2021 third meeting of the Board of Supervisors held on 30 August 2021, the Board of Supervisors has reviewed and approved the proposal on the nomination of Mr. Hui Ping as External Supervisor of the Bank. Details of the proposal are set out in **Attachment E** to this circular.

**6. THE APPLICATION FOR SPECIAL EXTERNAL DONATION LIMIT FOR TARGETED SUPPORT**

To actively perform social responsibilities of a world-class bank and build a positive corporate image, now the Shareholders' Meeting is requested to:

approve a special external donation limit of RMB12 million for targeted support to be added in the 2021 external donation limit approved previously by the Shareholders' Meeting and authorize the Board of Directors to approve the use of such limit. The Board of Directors may delegate such authority to the Senior Management of the Bank.



## 7. THE 2020 REMUNERATION DISTRIBUTION PLAN FOR CHAIRMAN OF THE BOARD OF DIRECTORS AND EXECUTIVE DIRECTORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2020 Remuneration Distribution Plan for the Chairman of the Board of Directors and Executive Directors is proposed based on the 2020 annual evaluation results of the above personnel. Details are as follows:

### I. Remuneration Distribution Plan for Chairman and Executive Directors

Unit: RMB10,000/before tax

Name	Position	Annual base salary	Annual performance-based salary	Incentive income during the tenure	Remuneration payable <sup>1</sup>
LIU Lian'ge	Chairman	35.39	45.69	47.64	128.72
WANG Wei	Executive Director and Executive Vice President	31.85	41.05	20.29	93.19
LIN Jingzhen	Executive Director and Executive Vice President	31.85	41.03	49.78	122.66
<b>Left office</b>					
WANG Jiang <sup>2</sup>	Vice Chairman and President	35.39	45.69	20.94	102.02
WU Fulin <sup>3</sup>	Executive Director and Executive Vice President	2.65	3.43	20.23	26.31

1. According to relevant national policies, the "remuneration payable" of the Chairman and Executive Directors shall include the annual base salary and annual performance-based salary in 2020, and the incentive income during the tenure that should be distributed for service as Chairman, President and Executive Vice President among other positions during 2018 and 2020.
2. Mr. WANG Jiang ceased to serve as Vice Chairman, Executive Director, Member of the Strategic Development Committee of the Board of Directors and President of the Bank as of 5 February 2021 due to a change of job.
3. Mr. WU Fulin ceased to serve as Executive Director, Member of the Connected Transactions Control Committee of the Board of Directors and Executive Vice President of the Bank as of 27 January 2020 due to a change of job.

## II. Remuneration Distribution Plan for Executive Directors Leaving Office in Previous Years

Unit: RMB10,000/before tax

Name	Position	Incentive income during the tenure <sup>4</sup>	Departure time
CHEN Siqing	Chairman	25.75	April 2019
GAO Yingxin	Executive Director and Executive Vice President	1.40	January 2018
REN Deqi	Executive Director and Executive Vice President	8.37	June 2018
ZHANG Qingsong	Executive Director and Executive Vice President	12.56	September 2018

4. According to relevant national policies, the incentive income during the tenure is applicable to Chairman and Executive Directors leaving office during 2018 and 2019. The amount is appraised and decided based on their actual term of office.

The above salary distribution plan has been reviewed and approved by the Board of Directors.

## 8. THE 2020 REMUNERATION DISTRIBUTION PLAN FOR CHAIRMAN OF THE BOARD OF SUPERVISORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2020 Remuneration Distribution Plan for Chairman of the Board of Supervisors is proposed based on the 2020 annual evaluation results of the Chairman of the Board of Supervisors. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Annual basic salary	Annual performance salary	Incentive income linked to term appraisal	Salary payable
WANG Xiquan <sup>1</sup>	Chairman of Board of Supervisors	35.39	45.69	60.32	141.40

1. Mr. WANG Xiquan ceased to serve as Chairman of the Board of Supervisors, Shareholder Representative Supervisor and Chairman of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors of the Bank as of 18 January 2021 due to reason of age.

The above remuneration distribution plan has been reviewed and approved by the Board of Supervisors.

## 9. THE CAPITAL MANAGEMENT PLAN OF BANK OF CHINA FOR THE 14TH FIVE-YEAR PLAN PERIOD

To meet regulatory requirements, strengthen capital management, maintain high capital quality and reasonable capital adequacy, and promote high-quality development across the Bank, the Bank has compiled the *Capital Management Plan of Bank of China for the 14th Five-year Plan Period* in accordance with the pertinent regulatory provisions including the *Capital Rules for Commercial Banks (Provisional)*. The *Capital Management Plan of Bank of China for the 14th Five-year Plan Period* was considered and approved by the Board of Directors of the Bank on 29 October 2021. Details of the proposal are set out in **Attachment F** to this circular.

**10. AMENDMENTS TO THE PROCEDURAL RULES FOR BOARD OF SUPERVISORS OF BANK OF CHINA LIMITED**

The Board of Supervisors of Bank of China hereby proposes to revise the current *Procedural Rules for Board of Supervisors of Bank of China Limited* (hereinafter referred to as the “**Rules**”) in accordance with the latest regulatory provisions such as *Corporate Governance Standards for Banking or Insurance Institutions and Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation)*, and in light of the Bank’s actual situation.

This revision mainly involves Composition of the Board of Supervisors, Functions and Powers of the Board of Supervisors, Meetings of the Board of Supervisors and other aspects in the Rules. For specific revisions, please refer to the Comparison Table of the Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited* as an appendix to the proposal. The proposal has been reviewed and approved by the Board of Supervisors of Bank of China on 24 December 2021. Details of the proposal are set out in **Attachment G** to this circular.

**Election of Mr. Huang Binghua as Non-executive Director of the Bank**

Upon consideration and approval at the meeting of the Board of Directors, it is hereby suggested by the Board of Directors to the Shareholders' Meeting that Mr. Huang Binghua be elected as Non-executive Director of the Bank. Term of office of Mr. Huang Binghua as Director will be three years which will commence from the date of approval of his qualification by the China Banking and Insurance Regulatory Commission.

The biographical details of Mr. Huang Binghua are as follows:

Mr. Huang Binghua, born in 1966, has served as Deputy Director of the Department of Asset Management of the Ministry of Finance since August 2018. From September 2015 to August 2018, he served successively as Party Committee Member, Vice Party Secretary, and Deputy Director (deputy at the department level) of the Budget Assessment and Review Center of the Ministry of Finance. From August 2014 to September 2015, he served as Chief of the Comprehensive Division of Department of Asset Management of the Ministry of Finance. From July 2000 to August 2014, he worked at the Department of Enterprises of the Ministry of Finance and successively held the positions of Principal Staff Member, Deputy Chief, Chief of the Third Division of Enterprises, Chief of the State-owned Capital Budget Management Division, Chief of the Enterprise Operation Division, and Chief of the Comprehensive Division. From February 1997 to July 2000, he served at the Department of Property Rights Registration and Asset Statistics of the National State-owned Assets Management Bureau and the Department of Asset Assessment of the Ministry of Finance. Mr. Huang graduated from the School of Government, Peking University majoring in Administrative Management and obtained a Bachelor's Degree in Law.

Save as disclosed above, Mr. Huang Binghua does not hold any position within the Bank or any of its subsidiaries.

Currently, Non-executive Directors of the Bank (excluding Independent Non-executive Directors) do not receive remuneration from the Bank. Their remuneration shall be paid by Central Huijin Investment Ltd.

As far as the Directors of the Bank are aware and save as disclosed above, Mr. Huang Binghua does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any other relationship with any Director, senior management, or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Huang Binghua does not have any interests in the shares of the Bank or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Huang Binghua that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor are there any matters that need to be brought to the attention of the Shareholders of the Bank. Mr. Huang Binghua has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

## **ATTACHMENT B THE ELECTION OF MR. E WEINAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

### **Election of Mr. E Weinan as Independent Non-executive Director of the Bank**

Pursuant to the *Bank of China Limited Board Diversity Policy* and based on the needs of the Board of Directors, it is hereby proposed to the Shareholders' Meeting that Mr. E Weinan be elected to be appointed as an Independent Non-executive Director of the Bank as reviewed and approved by the Board of Directors of the Bank. Term of office of Mr. E Weinan will be three years which will commence from the date of approval of his qualification by China Banking and Insurance Regulatory Commission.

The biographic details of Mr. E Weinan are as follows:

E Weinan, born in 1963, is an Academician of Chinese Academy of Sciences, Professor of School of Mathematical Sciences at Peking University, Professor of School of Mathematical Sciences and Institute of Applied Mathematics of Princeton University of the United States, and joint director of the National Engineering Laboratory of Big Data Analysis and Applied Technology. He is also Director of Beijing Institute of Big Data Research, and Dean of School of Data Science, University of Science and Technology of China. He once served as a faculty member of Institute for Advanced Study, Princeton University of the United States from 1991 to 1994, Associate Professor and Professor of Courant Institute of Mathematical Sciences, New York University from 1994 to 1999, Professor of School of Mathematical Sciences, Peking University, and Chair Professor of the Cheung Kong Scholars Program from 2000 to 2019. He has concurrently served as Chief Scientist of Beijing Zhijian Moqi Technology Co., Ltd. since 2016, and Director and Chief Scientific Advisor of Beijing Shenshi Technology Co., Ltd. since 2018. He obtained his bachelor's degree from University of Science and Technology of China in 1982, master's degree from Computing Center of Chinese Academy of Sciences in 1985, doctor's degree from University of California, Los Angeles in 1989, and postdoctoral degree from Courant Institute of Mathematical Sciences, New York University in 1991.

Mr. E Weinan has achieved fruitful forward-looking results in the research and application of big data, and has made breakthroughs and contributions in the fields of applied mathematics and scientific computing. His research fields cover the frontiers such as big data and artificial intelligence, and he has won numerous international awards. He also has practical experience in relevant technological companies. If Mr. E Weinan is appointed as a Director, his joining to the Board of Directors of the Bank will bring cutting-edge theory and practical experience in the fields of big data application and risk control, fin-tech and information security to the Board of Directors of the Bank, which will help to further promote the board diversity of the Board of Directors of the Bank. He is also expected to enable the Bank to better implement strategies related to technology and data, grasp the new opportunities of digital transformation, and integrate into the new trend of fin-tech development.

The remuneration of Independent Non-executive Directors of the Bank is determined by the standards as approved by the Shareholders' Meeting of the Bank. At present, the pre-tax remuneration of Independent Non-executive Directors of the Bank as approved by the Shareholders' Meeting of the Bank is set out as follows: basic remuneration is RMB200,000 per person a year, an additional duty allowance of RMB200,000 per person a year will be paid to the chairman of the Risk Policy Committee, or the chairman of the Audit Committee, or the chairman of the Corporate Culture and Consumer Protection Committee; and an additional duty allowance of RMB100,000 per person a year will be paid to the chairman of any other special committee. An additional duty allowance of RMB50,000 per person a year will be paid to the members of special committees. The remuneration of an Independent Non-executive Director who holds positions concurrently in several committees will be calculated in an accumulative manner. The actual remuneration to be paid to Independent Non-executive Directors of the Bank will be subject to the evaluation results of their duty performance.

Save as disclosed above, as at the date of this proposal, Mr. E Weinan has neither received any remuneration from the Bank, nor held any position with the Bank or any of its subsidiaries.

As far as the Directors of the Bank are aware and save as disclosed above, Mr. E Weinan does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any Director, senior management or substantial or controlling Shareholder of the Bank. As at the date of this proposal, Mr. E Weinan does not have any interests in the shares of the Bank or its associated companies according to definitions of Part XV of the *Hong Kong Securities and Futures Ordinance*.

## **ATTACHMENT B      THE ELECTION OF MR. E WEINAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

Save as disclosed above, there is no other information in relation to the appointment of Mr. E Weinan that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the Shareholders of the Bank. Mr. E Weinan has not been penalized by the China Securities Regulatory Commission or other relevant authorities or disciplined by stock exchanges.

The appointment of Mr. E Weinan as Independent Non-executive Director of the Bank is conditional upon the no objection clearance of the Shanghai Stock Exchange. In accordance with the Articles of Association of the Bank and after consideration of Mr. E Weinan's past career, technical background, knowledge, experience, independence and the Bank's specific needs, this nomination is made by the Board of Directors of the Bank, and will be submitted for election at the Shareholders' Meeting after preliminary review by the Personnel and Remuneration Committee of the Board of Directors and reviewed by the Board of Directors. After the Proposal on the Election of Mr. E Weinan as Independent Non-executive Director of the Bank is approved by the Shareholders' Meeting, the Bank will submit relevant qualification materials of Mr. E Weinan for China Banking and Insurance Regulatory Commission's review. The Bank has received the confirmation in writing from Mr. E Weinan with regard to his independence pursuant to Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. The Board of Directors also considers that Mr. E Weinan meets the independence guidelines set out in Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and is independent in accordance with the terms of the guidelines. The originals of the Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the competent regulatory authorities.

## **ATTACHMENT C THE ELECTION OF MR. JEAN-LOUIS EKRA AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

### **Election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank**

Pursuant to the *Bank of China Limited Board Diversity Policy* and based on the needs of the Board of Directors, it is hereby proposed to the Shareholders' Meeting that Mr. Jean-Louis Ekra be elected to be appointed as an Independent Non-executive Director of the Bank as reviewed and approved by the Board of Directors of the Bank.

The biographic details of Mr. Jean-Louis Ekra are as follows:

Jean-Louis Ekra, born in 1951, Ivorian. He currently sits on the Board of several institutions including Africa Economic Research Consortium (AERC), Globeleq (a multinational developing power generation project in Africa) and the Fund for Export Development in Africa (FEDA). He is the founder of Ayipling Morrison Capital, a venture capital and financial advisory firm. He was until September 2015 President and Chairman of the Board of the African Export-Import Bank (Afreximbank or the Bank) in Cairo, Egypt. He assumed this role in January 2005 after holding successively the positions of Executive Vice-President and Senior Executive Vice-President of the Bank. Under his leadership, the Bank was assigned an investment grade credit rating by 3 major international rating agencies (Fitch, Moody's and S&P) and won many awards and Prizes for excellence given by various reputable organizations. Before joining Afreximbank in 1996, he held senior positions in different institutions including: Vice-President in charge of International Financial Institutions at Citibank NA Abidjan; Managing Director of Société Ivoirienne de la Poste et de l'Épargne (SIPE); Country Manager for the West African Economic & Monetary Union (UEMOA) and Partner at DKS Investment, a financial advisory firm in Jersey. He was for 4 years elected Honorary President of the Global Network of Exim Banks and Development Finance Institutions (G-NEXID). In 2011, Jean-Louis Ekra was listed among the 100 most influential people of Africa by "New African". In 2013, he received the "Lifetime Achievement Award" from "African Bankers". In 2016, he was awarded the honour of Commandeur de l'Ordre National of Côte d'Ivoire. He holds a Master of Business Administration from Stern School of Business at New York University (NYU) and a Master of Economics from University of Abidjan, Côte d'Ivoire.

As an expert in international finance and banking, Mr. Jean-Louis Ekra has in-depth insights into ways of enhancing governance of multilateral financial institutions, promoting regional growth of trade through financial support and deepening the integrated development of regional economy. If Mr. Jean-Louis Ekra is appointed as a Director, his joining to the Board of Directors of the Bank will bring theoretical and practical experience in the fields of international financial governance and banking development to the Board of Directors of the Bank, which will help to further promote the board diversity of the Bank and seize new opportunities of globalized development better.

The term of office of Mr. Jean-Louis Ekra will be three years which will commence from the date of approval of his qualification by China Banking and Insurance Regulatory Commission. In the case that the Bank's share of Independent Non-executive Directors fails to meet regulations and the requirements of the Articles of Association of the Bank due to the expiry of the term of office of Independent Non-executive Directors, then such Independent Non-executive Directors may continue to serve as Independent Non-executive Directors under the premise that they do not serve the position for more than six years in aggregate, until the newly-elected Independent Non-executive Director begins to serve the position.

The remuneration of Independent Non-executive Directors of the Bank is determined by the standards as approved by the Shareholders' Meeting of the Bank. At present, the pre-tax remuneration of Independent Non-executive Directors of the Bank as approved by the Shareholders' Meeting of the Bank is set out as follows: basic remuneration is RMB200,000 per person a year, an additional duty allowance of RMB200,000 per person a year will be paid to the chairman of the Risk Policy Committee, or the chairman of the Audit Committee, or the chairman of the Corporate Culture and Consumer Protection Committee; and an additional duty allowance of RMB100,000 per person a year will be paid to the chairman of any other special committee. An additional duty allowance of RMB50,000 per person a year will be paid to the members of special committees. The remuneration of an Independent Non-executive Director who holds positions concurrently in several committees will be calculated in an accumulative manner. The actual remuneration to be paid to Independent Non-executive Directors of the Bank will be subject to the evaluation results of their duty performance.

Save as disclosed above, as at the date of this proposal, Mr. Jean-Louis Ekra has neither received any remuneration from the Bank, nor held any position with the Bank or any of its subsidiaries.

## **ATTACHMENT C THE ELECTION OF MR. JEAN-LOUIS EKRA AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK**

As far as the Directors of the Bank are aware and save as disclosed above, Mr. Jean-Louis Ekra does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any Director, senior management or substantial or controlling Shareholder of the Bank. As at the date of this proposal, Mr. Jean-Louis Ekra does not have any interests in the shares of the Bank or its associated companies according to definitions of Part XV of the *Hong Kong Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Jean-Louis Ekra that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the Shareholders of the Bank. Mr. Jean-Louis Ekra has not been penalized by the China Securities Regulatory Commission or other relevant authorities or disciplined by stock exchanges.

The appointment of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank is conditional upon the no objection clearance of the Shanghai Stock Exchange. In accordance with the Articles of Association of the Bank and after consideration of Mr. Jean-Louis Ekra's past career, technical background, knowledge, experience, independence and the Bank's specific needs, this nomination is made by the Board of Directors of the Bank, and will be submitted for election at the Shareholders' Meeting after preliminary review by the Personnel and Remuneration Committee of the Board of Directors and reviewed by the Board of Directors. After the Proposal on the Election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank is approved by the Shareholders' Meeting, the Bank will submit relevant qualification materials of Mr. Jean-Louis Ekra for China Banking and Insurance Regulatory Commission's review. The Bank has received the confirmation in writing from Mr. Jean-Louis Ekra with regard to his independence pursuant to Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. The Board of Directors also considers that Mr. Jean-Louis Ekra meets the independence guidelines set out in Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and is independent in accordance with the terms of the guidelines. The originals of the Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the competent regulatory authorities.



**Election of Mr. Giovanni Tria as Independent Non-executive Director of the Bank**

Pursuant to the *Bank of China Limited Board Diversity Policy* and based on the needs of the Board of Directors, it is hereby proposed to the Shareholders' Meeting that Mr. Giovanni Tria be elected to be appointed as an Independent Non-executive Director of the Bank as reviewed and approved by the Board of Directors of the Bank.

The biographic details of Mr. Giovanni Tria are as follows:

Giovanni Tria, born in 1948, Italian. He is an economist with more than 40 years of academic and professional experience in the fields of macroeconomics, price policies, economic development policies, business cycle and growth, public investment assessment and project evaluation, role of the institutions on the process of growth, economics of crime and economics of corruption, service sector and public sector economics. He received his degree in Law from University in Rome "La Sapienza" in 1971, then became associate professor and full professor of Political Economy at Faculty of Economics, the University of Rome Tor Vergata, where he served as Dean of the Faculty from 2016 to May 2018 until he was appointed Minister of Economic and Finance of Italy in the Conte I Cabinet and member of the IMF Board of Governors from June 2018 to September 2019. Currently he is adviser of the Italian Ministry of Economic Development in the Draghi Cabinet since March 2021 and honorary professor at University of Rome Tor Vergata. His past professional and academic positions include expert at the Department of Treasury and member of the "Evaluation Team of Public Investments" at the Ministry of Budget of Italy from 1987 to 1990, visiting scholar at the Department of Economics at Columbia University in 1986, consultant at the World Bank from 1998 to 2000, consultant at the Ministry of Foreign Affairs (Directorate General for Development Cooperation) from 1999 to 2002, Delegate for the Italian Government at the Governing Body of International Labour Organization from 2002 to 2006 and from 2009 to 2012, Vice Chair of Committee for Information, Computer and Communication Policy (ICCP) and Member of the Innovation Strategy Expert Advisory Group at OECD from 2009 to 2011. He served as Director of Center for Economic and international Studies at University of Rome Tor Vergata from 2000 to 2009 and as President of Italian National School of Administration from 2010 to 2016.

As an expert in the field of political economy and public policy, Mr. Giovanni Tria has made rich academic achievements in areas such as economic development, business cycle and growth, and public investment assessment, and has made outstanding contributions to Sino-Italian cooperation. If Mr. Giovanni Tria is appointed as a Director, his joining to the Board of Directors of the Bank will bring theoretical and practical experience in the fields of macroeconomy and institutional governance to the Board of Directors of the Bank, which will help to further promote the board diversity of the Bank and seize new opportunities of globalized development better.

The term of office of Mr. Giovanni Tria will be three years which will commence from the date of approval of his qualification by China Banking and Insurance Regulatory Commission. In the case that the Bank's share of Independent Non-executive Directors fails to meet regulations and the requirements of the Articles of Association of the Bank due to the expiry of the term of office of Independent Non-executive Directors, then such Independent Non-executive Directors may continue to serve as Independent Non-executive Directors under the premise that they do not serve the position for more than six years in aggregate, until the newly-elected Independent Non-executive Director begins to serve the position.

The remuneration of Independent Non-executive Directors of the Bank is determined by the standards as approved by the Shareholders' Meeting of the Bank. At present, the pre-tax remuneration of Independent Non-executive Directors of the Bank as approved by the Shareholders' Meeting of the Bank is set out as follows: basic remuneration is RMB200,000 per person a year, an additional duty allowance of RMB200,000 per person a year will be paid to the chairman of the Risk Policy Committee, or the chairman of the Audit Committee, or the chairman of the Corporate Culture and Consumer Protection Committee; and an additional duty allowance of RMB100,000 per person a year will be paid to the chairman of any other special committee. An additional duty allowance of RMB50,000 per person a year will be paid to the members of special committees. The remuneration of an Independent Non-executive Director who holds positions concurrently in several committees will be calculated in an accumulative manner. The actual remuneration to be paid to Independent Non-executive Directors of the Bank will be subject to the evaluation results of their duty performance.

Save as disclosed above, as at the date of this proposal, Mr. Giovanni Tria has neither received any remuneration from the Bank, nor held any position with the Bank or any of its subsidiaries.

As far as the Directors of the Bank are aware and save as disclosed above, Mr. Giovanni Tria does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any Director, senior management or substantial or controlling Shareholder of the Bank. As at the date of this proposal, Mr. Giovanni Tria does not have any interests in the shares of the Bank or its associated companies according to definitions of Part XV of the *Hong Kong Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Giovanni Tria that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the Shareholders of the Bank. Mr. Giovanni Tria has not been penalized by the China Securities Regulatory Commission or other relevant authorities or disciplined by stock exchanges.

The appointment of Mr. Giovanni Tria as Independent Non-executive Director of the Bank is conditional upon the no objection clearance of the Shanghai Stock Exchange. In accordance with the Articles of Association of the Bank and after consideration of Mr. Giovanni Tria's past career, technical background, knowledge, experience, independence and the Bank's specific needs, this nomination is made by the Board of Directors of the Bank, and will be submitted for election at the Shareholders' Meeting after preliminary review by the Personnel and Remuneration Committee of the Board of Directors and reviewed by the Board of Directors. After the Proposal on the Election of Mr. Giovanni Tria as Independent Non-executive Director of the Bank is approved by the Shareholders' Meeting, the Bank will submit relevant qualification materials of Mr. Giovanni Tria for China Banking and Insurance Regulatory Commission's review. The Bank has received the confirmation in writing from Mr. Giovanni Tria with regard to his independence pursuant to Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. The Board of Directors also considers that Mr. Giovanni Tria meets the independence guidelines set out in Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and is independent in accordance with the terms of the guidelines. The originals of the Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the competent regulatory authorities.

**Election of Mr. Hui Ping as External Supervisor of the Bank**

According to the Articles of Association of the Bank, External Supervisors shall be elected by the shareholders' meeting and serve a term of office of three years. An External Supervisor may serve consecutive terms if re-elected upon the expiration of his/her term but may not serve for more than six years in aggregate.

Upon the approval by the 2021 third meeting of the Board of Supervisors of the Bank on 30 August 2021, it is proposed by the Board of Supervisors to the shareholders' meeting that Mr. Hui Ping be elected as External Supervisor of the Bank. His term of office will be three years which will commence from the date of approval by the Bank's Extraordinary General Meeting to be held in 2022 and end on the date of the Bank's Annual General Meeting to be held in 2025.

The biographic details of Mr. Hui Ping are as follows:

Mr. Hui Ping was born in 1960. Mr. Hui had successively worked for the People's Bank of China ("PBOC") and the Industrial and Commercial Bank of China ("ICBC"). Mr. Hui joined and worked for Qingjian County sub-branch of PBOC Shaanxi Branch in December 1980, joined and worked for Qingjian sub-branch of ICBC Shaanxi Branch in August 1986, and held various positions at ICBC Shaanxi Branch from May 1994 to December 2010, including, among others, secretary at deputy director level of the office, deputy director of the office and director of the office. Mr. Hui was also the president of Shaanxi Xianyang Branch, deputy head of Shaanxi Branch, and president of Shaanxi Branch of ICBC. From December 2010 to June 2015, Mr. Hui served as general manager of the internal control and compliance department of the ICBC Head Office. From June 2015 to April 2019, Mr. Hui served as deputy secretary of party discipline committee, director of the discipline enforcement department of the ICBC Head Office. From April 2019 to July 2020, Mr. Hui served as deputy head of the discipline inspection and supervision group dispatched to ICBC by the CPC Central Commission for Disciplinary Inspection and the State Committee of Supervisory. From September 2015 to September 2020, Mr. Hui concurrently served as employee supervisor of ICBC. He graduated from Xiamen University with a Doctor's Degree in Finance. He holds the title of Senior Economist.

Save as disclosed above, Mr. Hui Ping does not hold any position with the Bank or any of its subsidiaries.

The pre-tax remuneration of the External Supervisors of the Bank as approved by the shareholders' meeting of the Bank are set out as follows: basic remuneration of RMB180,000 per year, an additional duty allowance of RMB80,000 per year will be paid to the chairman of the Duty Performance and Due Diligence Supervision Committee or the Finance and Internal Control Supervision Committee; and an additional duty allowance of RMB40,000 per year will be paid to External Supervisors being members of special committees. The remuneration of an External Supervisor who holds positions concurrently in several committees will be calculated in an accumulative manner.

As far as the Supervisors of the Bank are aware and save as disclosed above, the aforementioned candidate for Supervisor did not hold any directorship or supervisor position in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Bank. As at the date of this proposal, the aforementioned candidate for Supervisor does not have any interests in the shares of the Bank or its associated companies within the meaning of Part XV of Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of the aforementioned candidate for Supervisor that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. The aforementioned candidate for Supervisor has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

**Capital Management Plan of Bank of China for the 14th Five-year Plan Period**

As per the *Capital Rules for Commercial Banks (Provisional)* (hereinafter referred to as “**the Rules**”), the *Capital Management Plan of Bank of China for the 14th Five-year Plan Period* (hereinafter referred to as “**the Plan**”) is hereby formulated, to adapt to the complicated and ever-changing external operating environment, ground efforts in the new development stage, implement the new development concept, serve the formation of a new development pattern, support the implementation of the 14th five-year development plan of the Group, meet the needs arising from capital regulation and business development, create value for shareholders and society, and strive to realize high-quality development.

**I. Implementation of the capital plan for 2017–2020**

According to the capital plan of the previous period, Bank of China (“**BOC**” or “**the Bank**”) carried out capital management with internal management and external supplement as two drivers. Guided by the principle of value creation, it optimized capital allocation, improved capital returns and made strides in capital replenishment, with all targets set out in the plan completed smoothly. BOC ranked fourth among the top 1000 world banks by Tier 1 Capital, a position not only providing strong support for the Bank to meet the requirements set out by national strategies and serve the development of the real economy, but also opening up a new chapter for the Bank to attain high-quality development.

Within the previous planning period, the Bank took an active part in innovating capital instruments, and broadened capital supplement channels. As at the end of 2020, it made external capital replenishments totaling some RMB535 billion, consisting of preference shares in RMB120 billion, undated capital bonds in RMB130 billion, and tier 2 capital bonds in RMB285 billion.

**II. Primary principles and targets of capital management**

- i. Underpinning the implementation of the Group strategies.** BOC stands up to its responsibilities and missions as a major state-owned bank, serves the implementation of national strategies, backs up the development of the real economy, helps build a first-class global banking group and form the strategic development pattern summarized as “One Body, Two Wings”, and provides capital support for many key business fields set out in strategic plans of the Group including technology finance, green finance, inclusive finance, cross-border finance, supply chain finance, consumer finance, wealth finance, and county finance.
- ii. Ensuring compliance with capital regulations.** Closely centered on the requirements set out in the Group’s development plans, the Bank establishes a bottom line thinking, and carries out forward-looking and proactive management, thus erecting a solid line of defense for capital compliance. It maintains a reasonable and sufficient level of capital adequacy and Total Loss-Absorbing Capacity (TLAC). While ensuring that the Group can meet the capital regulatory requirements and TLAC requirements, the Bank also guarantees that the globalized and comprehensive operation institutions can comply with the capital regulatory requirements put forth in the countries or regions where they are located, coordinate their development and safety as a whole, and follow the principle of prudent and compliant operation.
- iii. Building up endogenous accumulation capacity.** Oriented to value creation, the Bank gives play to the fundamental role of retained profit in capital replenishment; optimizes the capital allocation and administration mechanism, leverages the advantages of the “One Body, Two Wings” platform, strengthens business capacity building, and ramps up value creation capabilities; revitalizes low-efficiency assets, disposes of high-weight businesses, enhances asset circulation capabilities, expands the scope to which the Internal Rating-Based (IRB) approach is applied, and promotes the asset-saving development; and elevates the level of Common Equity Tier 1 Capital Adequacy Ratio (CAR) to meet expectations of rating agencies and sharpen market competitiveness.

- iv. **Promoting capital replenishment through external channels.** The Bank establishes a management mechanism where endogenous accumulation and external replenishment serve as two drivers, so as to steadily push forward external capital replenishment. It strengthens the comprehensive management of capital instruments so as to rationally devise and implement the capital instrument issuance plan. According to actual conditions of the Bank and the market, capital instruments are reasonably arranged in terms of issuance variety, issuance scale, issuance market, issuance period, and redemption schedule. Measures are adopted to consolidate the capital foundation, optimize the capital structure, reduce the cost of capital, and broaden financing channels.

### III. CAR planning targets

In addition to capital regulatory requirements, the Bank, when developing the capital plan, shall give comprehensive consideration to the risk assessment results, future capital demand, capital availability, and other actual conditions, to ensure that the capital level continues to meet regulatory requirements, which are set out as follows:

i. **Regulatory requirement for CARs**

According to relevant regulations of the Rules and the Bucket of Global Systemically Important Banks (G-SIBs), currently the Common Equity Tier 1 CAR, Tier 1 CAR and CAR of the Bank should be no lower than 9%, 10%, and 12%, respectively, as well as comply with the specific requirements put forth by China Banking and Insurance Regulatory Commission (CBIRC) as Higher Regulatory Standards for big banks. The Bank may be subject to the higher additional capital requirements, if its systematic importance goes up in the future. Besides, it may also need to meet the more demanding requirements for countercyclical capital under the countercyclical capital buffer (CCyB) framework in the future.

ii. **CAR planning targets**

According to regulatory requirements of CAR and considering factors such as Group development plans, risk appetite of the Bank, risk management level, external business environment, and maintenance of market image, the Bank sets its capital management targets from 2021 to 2025 as follows: on the premise of meeting regulatory requirements, its Common Equity Tier 1 CAR, Tier 1 CAR, and Total CAR shall be no lower than 10%, 11%, and 13%, respectively.

### IV. Capital management measures

To ensure the achievement of the above-mentioned targets for capital management and CAR planning, the Bank shall, as per the principle of “attaching equal importance to endogenous accumulation and external replenishment”, raise capital through multiple channels and methods to maintain reasonably adequate capital. It shall increase the cohesion of strategic planning, capital replenishment, and performance appraisal, continue to enhance risk resistance, and better support the development of the real economy.

i. **Pursuing the approach to value creation and strengthening endogenous capital accumulation**

Always oriented to value creation, the Bank is committed to building up its capabilities for product innovation and “One Body, Two Wings” comprehensive financial services. While creating value for customers, it enhances the group-wide value creation capabilities and capital return levels, in a bid to leverage the fundamental role of retained profit in capital replenishment. To be specific, the Bank shall establish a comprehensive customer contribution evaluation and performance appraisal framework with economic value added (EVA) and other value creation indicators at the core as well as a comprehensive risk-benefit balancing mechanism. It shall strengthen the management of economic capital, elevate the level of capital intensive management, promote the transformation towards capital-saving operation with the upgrading of capital management, and take the lead in optimizing the business structure. Measures shall be adopted to streamline the risk structure, income structure, and regional structure to scale down the capital occupation. On the premise of maximizing long-term interests of shareholders, the Bank shall maintain a basically stable profit distribution policy, and raise the level of internal capital accumulation through moderate and reasonable retained profit.

**ii. Making strides in external capital replenishment and exploring innovation in capital instruments**

The Bank shall maintain close communication with shareholders and regulatory agencies. While comprehensively considering the attributes and characteristics, financial costs, and financing efficiency of various capital instruments, it shall employ various types of capital instruments available at home and abroad, continue to broaden capital replenishment channels, and diversify capital replenishment methods. It shall actively explore innovative capital instruments and enrich financing channels. The Bank shall carry out forward-looking research on and respond to the capital requirements put forth by regulators at home and abroad for SIBs, continue to follow up the changes in TLAC policies, put forward feasible policy recommendations in line with national conditions of China, strengthen communication with regulatory agencies including the People's Bank of China (PBOC), and learn from international peers when promoting TLAC bond issuance in a proactive yet prudential manner. Moreover, it shall strengthen the management of capital instruments in stock, optimize the capital structure, and reduce the cost of capital.

**iii. Implementing the advanced capital management approaches at greater depth and optimizing the internal capital assessment**

The Bank will evaluate its own capital status in a timely manner to enhance the perspectiveness of capital management. It will implement, manage, and apply the advanced capital management approaches at greater depth, and optimize rating and risk measurement models. Efforts will be made to perfect the internal capital adequacy assessment system, dynamically adjust the material risk identification, assessment, measurement, and monitoring measures, and quantify the risk management capabilities; strengthen the building of the internal rating system and strive to expand the scope to which the Internal Ratings-Based (IRB) approach is applied; and increase the use of internal capital adequacy assessment results in various steps including budget targets, economic capital management, industry credit policies, and customer access and post-evaluation.

**iv. Improving the stress testing system and putting in place a sound capital emergency response mechanism.**

The Bank will ensure the capital planning prudentially estimates asset quality, profit growth, and fluctuations on the capital market, and take into full account factors that may have a significant adverse impact on capital levels, including contingent exposures, serious and long-term market recession, and other incidents beyond risk tolerance. Capital demand and capital availability will be measured in a rigid and forward-looking manner under different stress scenarios. Capital contingency plans will be formulated. In the event of any adverse change to market conditions such as a deterioration of external operating environment, measures such as optimizing the asset structure, controlling the growth of Risk-Weighted Assets (RWA), limiting the distribution of dividends, and engaging in emergency financing will be adopted to meet the unplanned capital needs according to the severity and impact of the emergency. In doing so, the Bank will make sure that there is sufficient capital to cope with unfavorable changes in market conditions.

Comparison Table of the Amendments to the Procedural Rules for Board of Supervisors of Bank of China Limited

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
1	<b>Chapter 1 General Provisions</b>			
2	Article 1	To ensure the Board of Supervisors exercise their functions and powers effectively according to laws, and to ensure that the Board of Supervisors work effectively and make decisions scientifically, Bank of China Limited (hereinafter referred to as the "Bank") formulated the Bank of China Limited Procedural Rules for Board of Supervisors (hereinafter referred to as the "Rules") in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as " <i>Company Law</i> "), <i>Articles of Association of Bank of China Limited</i> (hereinafter referred to as the "Articles"), and other relevant laws, regulations and regulatory documents and in the consideration of the Bank's practical situation.	To ensure the Board of Supervisors exercise their functions and powers effectively according to laws, and to ensure that the Board of Supervisors work effectively and make decisions scientifically, Bank of China Limited (hereinafter referred to as the "Bank") formulated the Bank of China Limited Procedural Rules for Board of Supervisors (hereinafter referred to as the "Rules") in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as " <i>Company Law</i> "), <b><u>the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law")</u></b> , <i>Articles of Association of Bank of China Limited</i> (hereinafter referred to as the "Articles"), and other relevant laws, regulations and regulatory documents and in the consideration of the Bank's practical situation.	Type: The revision is made according to relevant laws and actual situation.
3	Article 2	The Board of Supervisors is the supervisory body of the Bank and is responsible to the shareholders' meeting. The Board of Supervisors shall exercise its functions and powers in accordance with <i>Company Law</i> , Articles, the Rules and other relevant laws, regulations and regulatory documents.	The Board of Supervisors is the supervisory body of the Bank and is responsible to the shareholders' meeting. The Board of Supervisors shall exercise its functions and powers in accordance with <i>Company Law</i> , <b><u>Securities Law</u></b> , Articles, the Rules and other relevant laws, regulations and regulatory documents.	Type: The revision is made according to relevant laws and actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
4	<b>Chapter 2 Composition of the Board of Supervisors</b>			
5	Article 3	The Board of Supervisors shall be composed of representatives of the Bank staff, external supervisors and supervisors appointed by shareholders. There shall be at least two external supervisors, and those supervisors representing the Bank staff shall account for no less than one-third of all the supervisors of the Bank. The term for a supervisor is three (3) years, and the supervisor may serve consecutive terms if re-elected upon the expiration of his/her term.	The Board of Supervisors <del>is</del> shall be composed of <b>five (5) to nine (9) supervisors, including</b> <del>representative—employee supervisors, external supervisors and supervisors appointed by—shareholder</del> <b>supervisors.</b> There shall be at least two external supervisors, and those supervisors representing the Bank staff <b>The proportion of employee supervisors and external supervisors</b> shall account for no less than one-third (1/3) of <b>the Board of Supervisors</b> all the supervisors of the Bank. The term for a supervisor is three (3) years, and the supervisor may serve consecutive terms if re-elected upon the expiration of his/her term. <b>An external supervisor shall not hold office for over six (6) years in total in the Bank.</b>	Type: The revision is made according to regulatory rules and actual situation.  Part of Article 4 of the current <i>Procedural Rules for Board of Supervisors</i> is adjusted and moved to this article.  Article 66 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : “The board of supervisors of a banking or insurance institution shall be composed of <u>shareholder supervisors, external supervisors and employee supervisors.</u> ”  Article 67 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : “... <u>and the proportion of external supervisors shall not be less than one-third (1/3).</u> ”  Article 59 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : “... <u>and an external supervisor shall not hold office for over six (6) years in total in a banking or insurance institution.</u> ”
6	Article 4	The Board of Supervisors shall be composed of five (5) to nine (9) supervisors, one of whom shall be elected as the chairman of the Board of Supervisors. The chairman of the Board of Supervisors shall be elected and removed by at least two-third of all supervisors. The chairman of the Board of Supervisors shall be a professional full-time staff, and shall possess professional knowledge and work experiences in one of such fields as finance, auditing, banking and law.	The Board of Supervisors shall be composed of five (5) to nine (9) supervisors, <b>have</b> one <b>chief supervisor</b> of whom shall be elected as the chairman of the Board of Supervisors. The <b>chief supervisor</b> chairman of the Board of Supervisors shall be elected and removed by at least two-third (2/3) of all supervisors. The <b>chief supervisor</b> chairman of the Board of Supervisors shall be a professional full-time employee, and shall possess professional knowledge and work experiences in one of such fields as finance, auditing, banking and law.	Type: The revision is made according to the actual situation.



No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
7	New Article 5	<b>(Added)</b>	<p><b><u>The Board of Supervisors shall have a duty performance and due diligence supervision committee, and a finance and internal control supervision committee. The Board of Supervisors may set up other special committees and adjust the existing committees if necessary. The special committees of the Board of Supervisors shall be responsible to the Board of Supervisors and assist the Board of Supervisors in performing their duties. Each special committee of the Board of Supervisors shall be composed of at least three (3) supervisors.</u></b></p> <p><b><u>The duty performance and due diligence supervision committee shall supervise the duty performance and due diligence of the Bank's Board of Directors, senior management and their members. The chairman of the committee shall be the chief supervisor or an external supervisor.</u></b></p> <p><b><u>The finance and internal control supervision committee shall supervise the Bank's strategies, finance, internal control, risk management and compliance management. The chairman of the committee shall be an external supervisor.</u></b></p>	<p>Type: The revision is made according to regulatory rules and the articles of association.</p> <p>Article 186 of the <i>Articles of Association</i>: “<u>The board of supervisors shall have a duty performance and due diligence supervision committee, and a finance and internal control supervision committee; the board of supervisors may set up other special committees and adjust the existing committees if necessary.</u>”</p> <p>... <u>the duty performance and due diligence supervision committee shall be responsible for supervising the duty performance and due diligence of the company's board of directors, senior management and their members. The finance and internal control supervision committee shall be chaired by an external supervisor and shall be responsible for supervising the company's finance, internal control, risk management and compliance management.</u>”</p> <p>Article 65 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i>: “<u>(1) supervising the board of directors to establish the prudent business philosophy, value criteria and formulate a development strategy in line with the actual situation of the company;</u>”</p>
8	Original Article 5, New Article 6	An office shall be set up for the Board of Supervisors who shall be responsible for coordination and implementation of the work of Board of Supervisors.	An office shall be set up for the Board of Supervisors who shall be responsible for coordination and implementation of the work of Board of Supervisors.	

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
9		<b>Chapter 3 Functions and Powers of the Board of Supervisors</b>		
10	Original Article 6, New Article 7	<p>The Board of Supervisors shall perform the following duties:</p> <ol style="list-style-type: none"> <li>1. to examine and supervise the financial activities of the Bank;</li> <li>2. to supervise the performance of duties by the directors and senior management personnel of the Bank, and to make proposal for the dismissal of the directors and senior management personnel who violate laws, administrative regulations, the Articles or resolutions of the shareholders' meeting;</li> <li>3. to require the directors, the president of the Bank and other senior management personnel to rectify any act that is detrimental to the Bank' interests;</li> <li>4. to carry out an auditing on the leaving of the directors and senior management personnel, if necessary;</li> <li>5. to audit the business decision-making, risk management and internal control of the Bank, if necessary;</li> </ol>	<p>The Board of Supervisors shall perform the following duties:</p> <ol style="list-style-type: none"> <li><b>1. to supervise the Board of Directors to establish the prudent business philosophy, value criteria and formulate a development strategy in line with the actual situation of the Bank; to assess the soundness, rationality and effectiveness of the Bank's development strategy formulated by the Board of Directors and form assessment reports;</b></li> <li><del>2.</del> to examine and supervise the financial activities of the Bank;</li> <li><del>3.</del> to supervise the performance of duties by the directors, <b>supervisors</b> and senior management personnel of the Bank, <b>to supervise the procedures for selecting and appointing directors, to conduct a comprehensive evaluation of the performance of duties by directors, supervisors and senior management personnel,</b> and to make proposal for the dismissal of the directors and senior management personnel who violate laws, administrative regulations, the Articles <b>of Association of the Bank</b> or resolutions of the shareholders' meeting;</li> </ol>	<p>Type: The revision is made according to regulatory rules and the articles of association.</p> <p>Article 65 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i>: "(1) <u>supervising the board of directors to establish the prudent business philosophy, value criteria and formulate a development strategy in line with the actual situation of the company; (2) assessing the soundness, rationality and effectiveness of the company's development strategy formulated by the board of directors on a regular basis and form assessment reports;</u>"</p> <p>Article 65 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i>: "(4) <u>supervising the procedures for selecting and appointing directors;</u>"</p> <p>Article 29 of <i>Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation)</i>: "<u>A banking or insurance institution shall evaluate the performance of duties of its directors and supervisors every year.</u>"</p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
		<p>6. to verify and to make recommendations in respect of financial information such as financial reports, business reports, profit distribution plans etc. that the board of directors intends to submit to the shareholders' meeting and, if in doubt, shall be able to appoint, in the name of the Bank, a certified accountant or practicing auditor to assist in reviewing such information;</p> <p>7. to make enquiries of the directors, the chairman of the board of directors and senior management personnel;</p> <p>8. to propose to convene an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors fails to perform its duty of convening and presiding over such meeting in accordance with <i>Company Law</i>;</p> <p>9. to make proposals at the shareholders' meetings;</p> <p>10. to represent the Bank in negotiating with a director or instituting legal proceedings against a director or senior management personnel; and</p>	<p><del>34.</del> to require the directors, the president of the Bank and other senior management personnel to rectify any act that is detrimental to the Bank' interests;</p> <p>45. to carry out an auditing on the leaving of the directors and senior management personnel, if necessary;</p> <p>56. to audit <b>supervise and examine</b> the business decision-making, risk management and internal control of the Bank <b>and urge remediation</b>—if necessary;</p> <p>67. to verify and to make recommendations in respect of financial information such as financial reports, business reports, profit distribution plans etc. that the board of directors intends to submit to the shareholders' meeting and, if in doubt, shall be able to appoint, in the name of the Bank, a certified accountant or practicing auditor to assist in reviewing such information;</p> <p>78. to make enquiries of the directors, the chairman of the board of directors and senior management personnel <b>to make written or oral suggestions, prompts, interviews, inquiries and request replies to the board of directors, senior management and their members or other personnel, if necessary;</b></p>	<p>Article 13 of the <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: “<u>The board of supervisors may make written or oral suggestions, prompts, interviews, inquiries, and request replies to the board of directors, senior management and their members or other personnel, if necessary.</u>”</p> <p>Article 65 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i>: “(5) <u>supervising the soundness and rationality of the compensation management system and policies of the company as well as the compensation plan for the senior management members;</u>”</p> <p>Article 44 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: “<u>The remuneration (or allowances) of supervisors shall be proposed by the board of supervisors and reviewed and determined by a shareholders' general meeting or a shareholders' meeting.</u>”</p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
		<p>11. other duties provided by laws, administrative regulations and the Articles or duties authorized at the shareholders' meetings.</p>	<p><b>9. to supervise the soundness and rationality of the compensation management system and policies of the Bank as well as the compensation plan for the senior management personnel; to propose the remuneration (or allowances) of supervisors and submit it to a shareholders' meeting for review and decision;</b></p> <p><del>8</del><b>10.</b> to propose to convene an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors fails to perform its duty of convening and presiding over such meeting in accordance with <i>Company Law</i>;</p> <p><del>9</del><b>11.</b> to make proposals at the shareholders' meetings;</p> <p><del>10</del><b>12.</b> to represent the Bank in negotiating with a director or instituting legal proceedings against a director or senior management personnel; and</p> <p><del>11</del><b>13.</b> other duties provided by laws, administrative regulations and the Articles <b>of Association of the Bank</b> or duties authorized at the shareholders' meetings.</p>	

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
11	New Article 8	<b><u>(Added)</u></b>	<p><b><u>The Board of Supervisors shall report its work to the shareholders' meeting at least once a year, and the report shall include:</u></b></p> <p><b><u>(1) the supervision over the performance of duties, financial activities, internal control and risk management of the Board of Directors, senior management and their members of the Bank;</u></b></p> <p><b><u>(2) the work of the Board of Supervisors;</u></b></p> <p><b><u>(3) offering of independent opinion on relevant matters;</u></b></p> <p><b><u>(4) other matters deemed necessary by the Board of Supervisors to be reported to the shareholders' meeting."</u></b></p>	<p>Type: The revision is made according to regulatory rules.</p> <p>Article 20 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: <u>"The board of supervisors shall report its work to the shareholders' general meeting or the shareholders' meeting at least once a year, and the report shall include:</u></p> <p><u>(1) the supervision over the performance of duties, financial activities, internal control and risk management of the board of directors, senior management and their members of a commercial bank;</u></p> <p><u>(2) the work of the board of supervisors;</u></p> <p><u>(3) offering of independent opinion on relevant matters;</u></p> <p><u>(4) other matters deemed necessary by the board of supervisors to be reported to the shareholders' general meeting or the shareholders' meeting."</u></p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
12	Original Article 7, New Article 9	A supervisor can attend the board meetings as a non-voting attendee and shall have the right to express his/her opinion. A supervisor can attend the meetings of senior management as a non-voting attendee.	A supervisor can attend <del>the board meetings</del> <u>meetings of the Board of Directors, special committees of the Board of Directors and senior management</u> as a non-voting attendee and shall have the right to <u>raise questions or make suggestions on matters decided at the meetings.</u> <del>express his/her opinion. A supervisor can attend the meetings of senior management as a non-voting attendee.</del>	Type: The revision is made according to regulatory rules.  Article 14 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i> : “ <u>A supervisor may attend meetings of the board of directors, special committees of the board of directors and senior management, and shall have the right to raise questions or make suggestions on matters decided at the meetings.</u> ”
13	Original Article 8, New Article 10	The Board of Supervisors may require the directors, senior management personnel, internal and external audit personnel to attend the meetings of Board of Supervisors and answer the questions with which the Board of Supervisors concerns.	The Board of Supervisors may require the directors, senior management personnel, internal and external audit personnel to attend the meetings of Board of Supervisors and answer the questions with which the Board of Supervisors concerns.	
14	Original Article 9, New Article 11	The internal audit departments of the Bank shall, in a timely manner, submit to the Board of Supervisors the complete results of auditing and examination of the internal functional departments and the branches of the Bank.	The internal <u>audit</u> departments of the Bank shall, in a timely manner, submit to the Board of Supervisors the complete <u>audit results of auditing and examination</u> of the internal functional departments and the branches of the Bank.	Type: The revision is made according to the actual situation.
15	Original Article 10, New Article 12	The directors, senior management personnel shall provide appropriately and shall also procure relevant personnel to honestly provide the Board of Supervisors with relevant information and documents and shall not impede the performance of functions carried out by the Board of Supervisors or any supervisors.	The directors, senior management personnel shall provide appropriately and shall also procure relevant personnel to honestly provide the Board of Supervisors with relevant information and documents and shall not impede the performance of functions carried out by the Board of Supervisors or any supervisors.	
16	Original Article 11, New Article 13	The Board of Supervisors may engage such professional entities as law firms and accounting firms for assistance in the performance of its duties, and all relevant expenses incurred thereof shall be borne by the Bank.	The Board of Supervisors may engage such professional entities as law firms and accounting firms for assistance in the performance of its duties, and all relevant expenses incurred thereof shall be borne by the Bank.	

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
17	Original Article 12, New Article 14	<p>The chairman of the Board of Supervisors shall perform the following powers and duties:</p> <ol style="list-style-type: none"> <li>1. convene and preside over the Board of Supervisors meeting;</li> <li>2. convene an extraordinary meeting of the Board of Supervisors when he/she deems as necessary;</li> <li>3. sign resolutions of meetings of the Board of Supervisors; and</li> <li>4. other functions and powers vested by the Board of Supervisors.</li> </ol> <p>Where the chairman of the Board of Supervisors is unable or fails to perform his/her duty, a supervisor shall be recommended by half or more supervisors to perform his/her duty on behalf of the chairman of the Board of Supervisors.</p>	<p>The <b>chief supervisor</b> chairman of the Board of Supervisors shall perform the following powers and duties:</p> <ol style="list-style-type: none"> <li>1. convene and preside over the Board of Supervisors meeting;</li> <li><b>2. organize and perform the duties of the Board of Supervisors;</b></li> <li><b>3.</b> convene an extraordinary meeting of the Board of Supervisors when he/she deems as necessary;</li> <li><b>4.</b> sign resolutions of meetings <b>reports and other important documents of</b> the Board of Supervisors; and</li> <li><b>5. report work to the shareholders' meetings on behalf of the Board of Supervisors;</b></li> <li><b>6.</b> other functions and powers <b>responsibilities stipulated by laws and regulations, the Bank's Articles of Association</b> and vested by the Board of Supervisors.</li> </ol> <p>Where the <b>chief supervisor</b> chairman of the Board of Supervisors is unable or fails to perform his/her duty, a supervisor shall be recommended by half or more supervisors to perform his/her duty on behalf of the chairman of the Board of Supervisors.</p>	<p>Type: The revision is made according to regulatory rules.</p> <p>Article 22 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: "The chairman of the board of supervisors shall perform the following duties: (1) calling and chairing meetings of the board of supervisors; <u>(2) organizing and performing the duties of the board of supervisors;</u> <u>(3) signing reports and other important documents of the board of supervisors;</u> <u>(4) reporting work to the shareholders' general meeting on behalf of the board of supervisors;</u> <u>(5) other duties prescribed by laws and regulations and the company's bylaws of the commercial bank."</u></p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
18		<b>Chapter 4 Meetings of the Board of Supervisors</b>		
19		<b>Section 1 Methods of Convening Meetings</b>		
20	Original Article 13, New Article 15	The method for the Board of Supervisors to discuss the official issues is holding meetings of the Board of Supervisors.	The method for the Board of Supervisors to discuss the official issues is holding meetings of the Board of Supervisors.	
21	Original Article 14, New Article 16	The Board of Supervisors shall hold at least one meeting every six months and four meetings annually.	<b><u>Meetings of the Board of Supervisors are divided into regular meetings and temporary meetings of the Board of Supervisors.</u></b> The Board of Supervisors shall hold at least <del>one meeting every six months</del> and <b>four (4) regular meetings a year.</b>	Type: The revision is made according to regulatory rules.  Paragraph 1 of Article 70 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : " <u>Meetings of the board of supervisors shall be convened at least four (4) times a year</u> , and the supervisors may propose to convene a temporary meeting of the board of supervisors."
22	New Article 17	<b><u>(Added)</u></b>	<b><u>Meetings of the Board of Supervisors may be held in the form of on-site meetings or circulation of written resolutions.</u></b>  <b><u>If a meeting of the Board of Supervisors is held by teleconference or video conference, it shall be ensured that the present supervisors can hear other supervisors clearly and communicate with each other. Meetings of the Board of Supervisors held in such forms shall be recorded or videoed, and the recordings of such meetings shall be retained for a permanent period.</u></b>  <b><u>The Board of Supervisors shall not adopt circulation of written resolutions for the annual work report submitted by the Board of Supervisors to the shareholders' meeting, and the review for the Bank's annual report, the profit distribution plan and other important matters.</u></b>	Type: The revision is made according to regulatory rules and actual situation.  Paragraph 2 of Article 70 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : " <u>A resolution of the board of supervisors may be made in two ways: on-site meeting voting and adoption of written resolution.</u> "  Part of the original Article 22 is adjusted and moved to this article and revised to further clarify the requirements for meetings held by phone, video and written form



No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
23	Original Article 15, New Article 18	Where it is deemed necessary by the Chairman of the Board of Supervisor or where other supervisors propose, the Chairman of the Board of Supervisors shall convene an extraordinary meeting of the Board of Supervisors within five working days.	Where it is deemed necessary by the <b>chief supervisor</b> <del>Chairman of the Board of Supervisor</del> or where other supervisors propose, the <b>chief supervisor</b> <del>Chairman of the Board of Supervisors</del> shall convene an extraordinary meeting of the Board of Supervisors within five working days.	Type: The revision is made according to the actual situation.
24	<b><u>Section 2 Presentation and Solicitation of Proposals</u></b>			
25	New Article 19	<b><u>(Added)</u></b>	<b><u>Board of Supervisors Office is responsible for soliciting proposals for meetings and submitting them to the chief supervisor, who has the right to make appropriate adjustments to the matters for discussion proposed by the proponent.</u></b>	Type: The revision is made according to regulatory rules and actual situation.  <i>Article 4 Model Rules of Procedure for the Board of Supervisors of Listed Companies in Shanghai Stock Exchange:</i> "Before the notice on holding a regular meeting of the board of supervisors is circulated, the office of the board of supervisors shall solicit proposals for the meeting from all the supervisors, and shall spend at least two (2) days soliciting opinions from the employees of the company. When soliciting proposals and opinions, the office of the board of supervisors shall make clear that the board of supervisors focuses on the supervision of the company's standardized operation and performance of duties by the directors and senior management members rather than the decision-making of the company's operation and management."
26	New Article 20	<b><u>(Added)</u></b>	<b><u>The proponent of a proposal shall submit the proposal and relevant explanatory materials fifteen (15) days before the meeting.</u></b>	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
27	<b><u>Section 3 Notice of Meetings</u></b>			
28	Original Article 16, New Article 21	A written notice of and other documents in relation to a meeting of the Board of Supervisors shall be delivered to all supervisors five working days before the meeting. A notice of and other documents in relation to an extraordinary meeting of the Board of Supervisors shall be delivered within a reasonable time before the meeting.	A written notice of and other documents in relation to a <b>regular</b> meeting of the Board of Supervisors shall be delivered to all supervisors five working days before the meeting. A notice of and other documents in relation to an extraordinary meeting of the Board of Supervisors shall be delivered within a reasonable time before the meeting.	Type: The revision is made according to the actual situation.
29	New Article 22	<b><u>(Added)</u></b>	<b><u>When all external supervisors consider that the proposal materials for the meeting of the Board of Supervisors are insufficient or the argument is not clear, they may jointly put forward a written proposal to postpone the meeting of the Board of Supervisors or postpone the review of relevant proposal, and it shall be adopted by the Board of Supervisors.</u></b>	Type: The revision is made according to regulatory rules.  <i>Article 19 of Guidelines for the Work of the Board of Supervisors of Commercial Banks: "... <u>When all external supervisors consider that the proposal materials for the meeting of the board of supervisors are insufficient or the argument is not clear, they may jointly put forward a written proposal to postpone the meeting of the board of supervisors or postpone the review of relevant proposal, and it shall be adopted by the board of supervisors.</u>"</i>
30	Original Article 17, New Article 23	A notice of the meeting of the Board of Supervisors shall specify:  1. the date and place of the meeting;  2. the term of the meeting;  3. the matters and proposals to be examined by the meeting;  4. the date the notice is sent out.	A notice of the meeting of the Board of Supervisors shall specify:  1. the date and place of the meeting;  2. the term of the meeting;  3. the matters and proposals to be examined by the meeting;  4. the date the notice is sent out.	

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
31		<b><u>Section 4 Attendance at Meetings</u></b>		
32	Original Article 18, New Article 24	At least half of the supervisors shall constitute the legal quorum of any meeting of the Board of Supervisors.	<b>More than</b> <del>At least</del> half of the supervisors shall constitute the legal quorum of any meeting of the Board of Supervisors.	Type: The revision is made according to regulatory rules.  <i>Article 10 of Model Rules of Procedure for the Board of Supervisors of Listed Companies in Shanghai Stock Exchange:</i> "A meeting of the board of supervisors shall not be held unless <u>more than half (1/2)</u> of the supervisors are present."
33	Original Article 19, New Article 25	<p>A supervisor shall personally attend meetings of the Board of Supervisors after the receipt of written notice. If a supervisor fails to attend a meeting for any reason, he/she may by a written proxy entrust another supervisor to attend the meeting on his/her behalf. An external supervisor may also entrust other external supervisor to attend the meeting on his/her behalf.</p> <p>The proxy shall specify the name of the proxy supervisor, entrusted matters, scope of authority and term, and shall be signed by or affixed with the seal of the entrusting supervisor.</p> <p>A supervisor who attends a meeting on behalf of another supervisor shall exercise the rights of that supervisor within the scope of entrusted authority. If a supervisor fails to attend a meeting of the Board of Supervisors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights in that meeting.</p>	<p>A supervisor shall personally attend meetings of the Board of Supervisors after the receipt of written notice. If a supervisor fails to attend a meeting for any reason, he/she may by a written proxy entrust another supervisor to attend the meeting on his/her behalf. An external supervisor may also entrust other external supervisor to attend the meeting on his/her behalf. <b><u>A supervisor shall not be authorized by over two (2) supervisors who are not present at a meeting in person.</u></b></p> <p>The proxy shall specify the name of the proxy supervisor, entrusted matters, scope of authority, <b><u>and the supervisor's opinion and direction for voting on a proposal,</u></b> and shall be signed by or affixed with the seal of the entrusting supervisor.</p> <p>A supervisor who attends a meeting on behalf of another supervisor shall exercise the rights of that supervisor within the scope of entrusted authority. If a supervisor fails to attend a meeting of the Board of Supervisors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights in that meeting.</p>	<p>Type: The revision is made according to regulatory rules.</p> <p><i>Article 21 of Guidelines for the Work of the Board of Supervisors of Commercial Banks:</i> "... and if he or she is unable to be present in person for some reason, he or she may authorize another supervisor in writing to be present on his or her behalf, <u>provided that a supervisor shall not be authorized by over two (2) supervisors who are not present at a meeting in person.</u>"</p> <p><i>Paragraph 1 of Article 15 of Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation):</i> "... If he or she is unable to attend with reason, he or she shall authorize another director or supervisor in writing to attend on his or her behalf, <u>with the power of attorney containing the director or supervisor's opinion and direction for voting on a proposal.</u>"</p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
34	Original Article 20, New Article 26	<p>Should a supervisor fail to attend in person two consecutive meetings of the Board of Supervisors and does not entrust other supervisors to attend on his/her behalf, the supervisor shall be deemed to be incompetent to perform his/her duties, and the Board of Supervisors shall propose to the shareholders' meeting or the employees' representative congress to dismiss such supervisor.</p> <p>If an external supervisor fails to attend in person three consecutive meetings of the Board of Supervisors, the Board of Supervisors shall present a proposal to shareholders' meeting for the dismissal of the external supervisor.</p>	<p><b><u>A supervisor shall be present at more than two-thirds (2/3) of the on-site meetings of the Board of Supervisors in person each year.</u></b></p> <p>If a supervisor fails to attend in person two consecutive meetings of the Board of Supervisors, nor does he/she entrust other supervisors to attend <b><u>on his/her behalf, or fails to be present in person at more than two-thirds (2/3) of the meetings of the Board of Supervisors in a year,</u></b> the supervisor shall be deemed to be incompetent to perform his/her duties, and the Board of Supervisors shall <del>propose</del> <b><u>propose</u></b> to the shareholders' meeting, <del>or</del> the employees' representative congress, <b><u>etc.</u></b> that the supervisor shall be replaced dismissed.</p> <p><del>If an external supervisor fails to attend in person three consecutive meetings of the Board of Supervisors, the Board of Supervisors shall present a proposal to shareholders' meeting for the dismissal of the external supervisor.</del></p> <p><b><u>A supervisor shall work for the Bank for at least fifteen (15) working days a year to perform his or her duties of supervision.</u></b></p> <p><b><u>Employee supervisors shall accept the supervision of the employees' representative congress, general membership meeting or in other democratic forms, and shall report their duties and work to the employees' representative congress on a regular basis.</u></b></p>	<p>Type: The revision is made according to regulatory rules and the articles of association.</p> <p>Article 64 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i>: "<u>A supervisor shall be present at more than two-thirds (2/3) of the on-site meetings of the board of supervisors in person each year,</u> and if he or she is unable to be present in person for some reason, he or she may authorize another supervisor in writing to be present on his or her behalf."</p> <p>Article 47 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: "<u>Where a supervisor fails to be present at two (2) consecutive meetings meeting of the board of supervisors in person, nor does he/she authorize any other supervisor to attend the meetings, or fails to be present in person at more than two-thirds (2/3) of the meetings of the board of supervisors in a year, he/she shall be deemed unable to perform his/her duties, and the board of supervisors shall propose to the shareholders' general meeting or the shareholders' meeting and the congress of employees that the supervisor shall be dismissed.</u>"</p> <p>Paragraph 2 of Article 21 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i>: "<u>A supervisor shall work for a commercial bank for at least fifteen (15) working days a year to perform his or her duties of supervision.</u>"</p>

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
				Paragraph 3 of Article 21 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i> : “ <u>Employee supervisors shall accept the supervision of employee representative assembly, general membership meeting or in other democratic forms, and shall report their duties and work to the congress of employees on a regular basis.</u> ”
35	<b><u>Section 5 Voting and Resolutions at Meetings</u></b>			
36	Original Article 21, New Article 27	The voting on proposals discussed at a meeting of Board of Supervisors shall be conducted in a one-after-another way, namely the voting on a proposal shall be commenced only after review of such proposal and the voting on any other proposal shall not be commenced until the voting on such proposal has been completed. Each supervisor shall have one vote.	<p><b><u>In principle,</u></b> the voting on <del>proposals</del> <b><u>matters</u></b> discussed at a meeting of Board of Supervisors shall be conducted in a one-after-another way, <del>namely the voting on a proposal shall be commenced only after review of such proposal and the voting on any other proposal shall not be commenced until the voting on such proposal has been completed.</del> Each supervisor shall have one vote.</p> <p><b><u>Each supervisor present at the meeting shall have one vote for a resolution of the Board of Supervisors.</u></b></p> <p><b><u>The supervisors can only vote for, vote against or abstain from voting the matter discussed by the Board of Supervisors. If a supervisor votes against or abstains from voting the matter, he/she shall indicate the reasons for his/her objection or abstention.</u></b></p>	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
37	Original Article 22 (Deleted)	<p>Supervisors may vote and adopt resolutions at a meeting of the Board of Supervisors by telecommunication means provided that the Supervisors express their opinions fully and adequately. Such resolution shall be signed by all supervisors attending such meeting.</p> <p>Annual work report of the Board of Supervisors, annual report of the Bank, profit distribution plans and other material proceedings reviewed and examined by the Board of Supervisors for submission at the shareholders' meeting shall not be voted by telecommunication means.</p>	<p><del>Supervisors may vote and adopt resolutions at a meeting of the Board of Supervisors by telecommunication means provided that the Supervisors express their opinions fully and adequately. Such resolution shall be signed by all supervisors attending such meeting.</del></p> <p><del>Annual work report of the Board of Supervisors, annual report of the Bank, profit distribution plans and other material proceedings reviewed and examined by the Board of Supervisors for submission at the shareholders' meeting shall not be voted by telecommunication means.</del></p>	This article is adjusted and moved to new Article 17.
38	Original Article 23 (New Article 28)	<p>Each supervisor shall vote at the meetings of the Board of Supervisors by open ballot or by telecommunication means. Resolutions shall be announced and it shall be reported on whether a resolution has been adopted according to the voting result. The voting result for any resolution shall be recorded in the minutes of the meetings.</p>	<p><b><u>In principle, each supervisor shall vote at the meetings of the Board of Supervisors by open ballot or by telecommunication means. If a meeting of the Board of Supervisors is held in the form of video conference or teleconference, and a supervisor is unable to sign the minutes immediately at the meeting, the oral vote shall be adopted and the procedure for written signature shall be completed as early as possible. The oral vote of the supervisor shall have the same effect as the written signature, provided that the written signature shall be consistent with the oral vote at the meeting. In case of any discrepancy between the written signature and the oral vote, the oral vote shall prevail.</u></b></p> <p><b><u>The Board of Supervisors shall announce</u></b> the resolution and adoption of the report according to the voting result. The voting result for any resolution shall be recorded in the minutes of the meetings.</p>	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
39	New Article 29	<u>(Added)</u>	<u>If a meeting of the Board of Supervisors is held in the form of circulation of written resolution, the proposal together with the votes shall be sent to all the supervisors. Each supervisor shall complete the voting ballot and return it to the Board of Supervisors for filing. The voting opinions of a written proposal include voting for, voting against, or abstaining from voting the matter and proposing submission to the Board of Supervisors for discussion. If a supervisor abstains from voting or votes against the matter, he/she shall indicate the reasons for his/her abstention or objection. If any supervisor proposes to submit any matter set forth in the written proposal to a meeting of the Board of Supervisors for further discussion before the written resolution becomes effective, the matter shall not be reviewed in the form of circulation of written resolution.</u>	Type: The revision is made according to the actual situation.
40	New Article 30	<u>(Added)</u>	<u>If a supervisor of the Bank has a material interest in the matter decided at a meeting of the Board of Supervisors, he/she shall not exercise the right to vote on the resolution, nor shall he/she exercise the right to vote on behalf of another supervisor.</u>	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
41	Original Article 24, New Article 31	Any relevant resolution or report of the Board of Supervisors shall be subject to the approval of at least two thirds of all the supervisors.  In case that any supervisor disagrees in principle with any resolution or report, such disagreement shall be explained in the relevant resolution or report.	Any relevant resolution or report of the Board of Supervisors shall be subject to the approval of at least two thirds of all the supervisors.  In case that any supervisor disagrees in principle with any resolution or report, such disagreement shall be explained in the relevant resolution or report.	
42	Original Article 25, New Article 32	Each supervisor shall sign his/her name on each resolution of the Board of Supervisors and each supervisor shall be responsible to the Board of Supervisors therefore. If a supervisor can prove that he/she has raised objection to such resolution and such an objection has been recorded in the minutes of the meeting, the supervisor may be released from his/her above responsibility.	Each supervisor shall sign his/her name on each resolution of the Board of Supervisors and each supervisor shall be responsible to the Board of Supervisors therefore. If a supervisor can prove that he/she has raised objection to such resolution and such an objection has been recorded in the minutes of the meeting, the supervisor may be released from his/her above responsibility.	
43	<b><u>Section 6 Minutes of Meetings</u></b>			
44	Original Article 26, New Article 33	Minutes shall be made for meetings of the Board of Supervisors and shall be signed by each supervisor and the clerk attending the meeting. Supervisors attending the meeting shall have the right to request to supplement in the minutes the explanation of their statements made at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as the Bank's archives by the Board of Supervisors.	<del>Minutes shall be made for meetings of the Board of Supervisors and shall be signed by each supervisor and the clerk attending the meeting. Supervisors attending the meeting shall have the right to request to supplement in the minutes the explanation of their statements made at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as the Bank's archives by the Board of Supervisors.</del> <b>Supervisors shall form minutes of the decisions on the matters discussed at the meeting, which</b> shall be signed by each supervisor and the clerk attending the meeting. Supervisors attending the meeting shall have the right to request to supplement in the minutes the explanation of their statements made at the meeting.	Type: The revision is made according to regulatory rules.  Article 71 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : " <u>The board of supervisors shall make minutes of the decisions on matters discussed at the on-site meeting,</u> and the supervisors present at the meeting shall sign their names on the minutes. The minutes shall be retained for a permanent period."  The deleted part is moved to new Article 36



No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
45	Original Article 27, New Article 34	<p>The minutes of the meetings of the Board of Supervisors shall include the following contents:</p> <ol style="list-style-type: none"> <li>1. the date and place of the meetings and the names of supervisor who convenes the meeting;</li> <li>2. the names of supervisors who attend the meeting and the proxy supervisors who attend the meeting on behalf of other supervisors;</li> <li>3. the agenda of the meeting;</li> <li>4. the key points of the supervisors' speeches;</li> <li>5. the voting method and result for each resolution (the voting result shall state the number of votes for and against the resolution and the number of votes abstained).</li> </ol>	<p>The minutes of the meetings of the Board of Supervisors shall include the following contents:</p> <ol style="list-style-type: none"> <li>1. the date and place of the meetings and the names of supervisor who convenes the meeting;</li> <li>2. the names of supervisors who attend the meeting and the proxy supervisors who attend the meeting on behalf of other supervisors;</li> <li>3. the agenda of the meeting;</li> <li>4. the key points of the supervisors' speeches;</li> <li>5. the voting method and result for each resolution (the voting result shall state the number of votes for and against the resolution and the number of votes abstained).</li> </ol>	
46	New Article 35	<b><u>(Added)</u></b>	<b><u>After a meeting of the Board of Supervisors, the draft minutes of the meeting shall be sent to all the supervisors for comments within a reasonable time. The supervisors have the right to propose revisions to the minutes. The minutes shall be approved at the next meeting.</u></b>	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
47	Original Article 28, New Article 36	The decisions, resolutions and minutes of meetings of the Board of Supervisors shall be submitted to the China Banking Regulatory Commission for record.	The <del>decisions</del> , resolutions and minutes of meetings of the Board of Supervisors shall be submitted to the <b>banking regulatory authority of the State Council</b> <del>China Banking Regulatory Commission</del> for record. <b>The minutes of the meetings of the Board of Supervisors shall be retained for a permanent period by the Board of Supervisors as the Bank's archives.</b>	Type: The revision is made according to regulatory rules.  Paragraph 4 of Article 7 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : “A banking or insurance institution <u>shall submit the minutes, resolutions, and other documents</u> of the shareholders’ general meeting, the board of directors, and <u>the board of supervisors to a regulatory authority in a timely manner.</u> ”  Article 71 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> (Yinbaojianfa [2021] No. 14): “ <u>... the minutes shall be retained for a permanent period.</u> ”
48			<b><u>Section 7 Others</u></b>	
49	New Article 37	<b><u>(Added)</u></b>	<b><u>The matters or resolutions discussed at meetings of the Board of Supervisors shall be timely and accurately disclosed in accordance with the information disclosure requirements of the relevant regulatory authorities.</u></b>	Type: The revision is made according to regulatory rules.  Article 139 of <i>Guidelines for Articles of Association of Listed Companies</i> : “The supervisors shall ensure that the information disclosed by the company is true, accurate and complete”.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
				Rule 8.1.5 of <i>Rules Governing the Listing of Stocks on Shanghai Stock Exchange</i> : “After the meeting of the board of supervisors, a listed company shall file the resolutions of the board of supervisors with the Exchange in a timely manner. After registration with the Exchange, the company shall make an announcement on the resolutions. The resolutions of the board of supervisors shall be signed by the supervisors present at the meeting. The board of supervisors shall guarantee that the announcement of its resolutions is truthful, accurate and complete and no misrepresentations, misleading statements or major omissions are contained therein.”
50	New Article 38	<b><u>(Added)</u></b>	<b><u>If the Board of Directors, senior management and their members reject or delay any resolutions, opinions and suggestions of the Board of Supervisors to take corresponding measures, the Board of Supervisors shall have the right to report to the shareholders’ meeting, or propose to convene an extraordinary shareholders’ meeting, and report to the regulatory authority when necessary.</u></b>	Type: The revision is made according to regulatory rules.  Article 20 of <i>Guidelines for the Work of the Board of Supervisors of Commercial Banks</i> : “... <u>If the board of directors, senior management and their members reject or delay any resolutions, opinions and suggestions of the board of supervisors to take corresponding measures, the board of supervisors shall have the right to report to the shareholders’ general meeting or the shareholders’ meeting, or propose to convene an extraordinary shareholders’ general meeting or an extraordinary shareholders’ meeting, and report to the regulatory authority when necessary.</u> ”

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
51	<b><u>Chapter 5 Supplementary Provisions</u></b>			
52	New Article 39	<b><u>(Added)</u></b>	<b><u>In order to completely and comprehensively stipulate the working rules of the Board of Supervisors, some provisions of the Rules are extracted from the Articles of Association of the Bank. If the Articles of Association of the Bank are revised in accordance with appropriate procedures, the corresponding articles herein will be automatically revised accordingly.</u></b>	Type: The revision is made according to the actual situation.
	New Article 40	<b><u>(Added)</u></b>	<b><u>Unless otherwise specified, terms used in the Rules shall have the same meaning as those used in the Articles.</u></b>	Type: The revision is made according to the actual situation.
53	Original Article 29	The Rules shall come to effect as of the date of approval at the shareholders' meeting. In the event that the Rules are amended, the Board of Supervisors shall present the proposal of the amended Rules to shareholders' meeting for approval.	<del>The Rules shall come to effect as of the date of approval at the shareholders' meeting. In the event that the Rules are amended, the Board of Supervisors shall present the proposal of the amended Rules to shareholders' meeting for approval.</del>	It is moved to new Article 43 and revised.
54	New Article 41	If the Rules are in conflict with laws, administrative rules, other regulatory documents updated from time to time, the Articles and resolutions of a shareholders' meeting, such laws, administrative rules, other regulatory documents, the Articles and resolutions of a shareholders' meeting shall prevail.	If the Rules are in conflict with the <b><u>updated</u></b> laws, administrative rules, <b><u>rules and regulations</u></b> other regulatory documents updated from time to time, <b><u>as well as</u></b> the Articles of Association of the Bank and resolutions of a shareholders' meeting, such laws, administrative rules, rules and regulations other regulatory documents, the Articles of Association of the Bank and resolutions of a shareholders' meeting shall prevail.	Type: The revision is made according to the actual situation.

No.	Rules and terms	Before (Version 2007)	After (Version 2021)	Revision Basis or Description
55	New Article 42	<b>Added</b>	<b><u>Unless otherwise provided in the Rules, the term “above/more than” includes the number, whereas the terms “below/lower than”, “less than” and “over” do not include the number.</u></b>	Type: The revision is made according to regulatory rules and the articles of association.  Article 114 of <i>Corporate Governance Standards for Banking or Insurance Institutions</i> : <u>“For the purpose of the Standards, the term ‘above’ includes the number, whereas the terms ‘below’, ‘less than’ and ‘over’ do not include the number.”</u>  Article 287 of <i>Articles of Association</i> : <u>“Unless otherwise provided in the Articles of Association, the terms ‘above’, ‘within’ and ‘below’ include the number, whereas the terms ‘over’, ‘less than’ and ‘beyond/other than’ do not include the number.”</u>
56	New Article 43		<b><u>The Rules shall be formulated and revised by the Board of Supervisors and shall become effective from the date of approval by the shareholders’ meeting.</u></b>	Type: The revision is made according to the actual situation.  The original Article 29 is moved here and revised.
57	Original Article 31, New Article 44	The Board of Supervisors shall be responsible for the interpretation of the Rules.	The Board of Supervisors shall be responsible for the interpretation of the Rules.	